SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* LOPEZ MIGUEL A	2. Issuer Name **and** Ticker or Trading Symbol Ribbon Communications Inc. [RBBN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)	(First)	(Middle)

C/O RIBBON COMMUNICATIONS INC.

4 TECHNOLOGY PARK DRIVE

(Street)

WESTFORD	MA	01886

(City)	(State)	(Zip)

3. Date of Earliest Transaction (Month/Day/Year)
07/15/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

EVP and CFO

6. Individual or Joint/Group Filing (Check Applicable Line)

X	Form filed by One Reporting Person
	Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units (RSUs)	(1)	07/15/2020		A		53,730		(2)	(2)	Common Stock	53,730	$0	53,730	D	
RSUs	(1)	07/15/2020		A		99,558		(3)	(3)	Common Stock	99,558	$0	99,558	D	
Performance-Based Restricted Stock Units (PSUs)	(4)	07/15/2020		A		39,823		(5)	12/31/2022	Common Stock	39,823	$0	39,823	D	

Explanation of Responses:

1. Each RSU represents a contingent right to receive one share of the Issuer's common stock.

2. The RSUs shall vest in full on July 15, 2021.

3. The RSUs vest over a three-year period as follows: one-third of the restricted stock units shall vest on July 15, 2021, and the remaining two-thirds of the RSUs shall vest in four equal, semi-annual installments thereafter through July 15, 2023.

4. Each PSU represents a contingent right to receive one share of the Issuer's Common Stock, based on the Issuer's total shareholder return (TSR) compared to pre-established relative TSR goals, based on the TSR of the Russell 2500 Telecommunications Sub Sector Index, that were set by the Compensation Committee (the "Compensation Committee") of the Issuer's Board of Directors. The aggregate number of shares issued may range from zero (0) shares to 200% of the target number of shares reported in columns 5, 7 and 9 of Table II. The number of PSUs reported in columns 5, 7 and 9 of Table II reflects achievement at the target level of performance.

5. Between zero (0) and 200% of the PSUs will vest, if at all, as determined by the Compensation Committee after the TSR performance period, commencing on January 1, 2020 and ending on December 31, 2022.

Patrick Macken, Attorney-in-Fact	07/17/2020
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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